



Gowanus Canal Superfund Site, Brooklyn, Kings County, New York  
Matuson, Jesse L.

to:

Brian Carr

01/10/2012 04:20 PM

Cc:

"Scrudgers, Eric S.", "Strachan, Michael", "Rigatuso, Steve", Christos Tsiamis

Hide Details

From: "Matuson, Jesse L." <jesse.matuson@thyssenkrupp.com>

To: Brian Carr/R2/USEPA/US@EPA

Cc: "Scrudgers, Eric S." <eric.scrudgers@thyssenkrupp.com>, "Strachan, Michael" <Michael.Strachan@thyssenkrupp.com>, "Rigatuso, Steve" <steve.rigatuso@thyssenkrupp.com>, Christos Tsiamis/R2/USEPA/US@EPA

History: This message has been forwarded.

#### 9 Attachments



20120109100316.pdf 20120110160241346.pdf Dover Articles Incorporation.pdf



Dover to Thyssen Name Change Certificate.tif Thyssen to TKE name change.tif 20120110154429717.pdf



20120110155102585.pdf THY - Merger Agree.pdf 20120110154343419.pdf

Brian, as discussed.

Please advise once you have had an opportunity to review.

Thank you.

Jesse L. Matuson

Director of Real Estate & Leasing  
and Commercial Counsel

**ThyssenKrupp Elevator Americas**  
5701 Pine Island Road, Suite 390  
Tamarac, Florida 33321

Direct Dial: 954-597-3009

Fax: 866-296-9095

E-mail: [jesse.matuson@thyssenkrupp.com](mailto:jesse.matuson@thyssenkrupp.com)

Internet: [www.thyssenkruppelevator.com](http://www.thyssenkruppelevator.com)

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Legal Department

January 10, 2012

BY EMAIL

Brian Carr, Assistant Regional Counsel  
New York/Caribbean Superfund Branch  
Office of Regional Counsel  
U.S. Environmental Protection Agency, Region II  
290 Broadway, 17th Floor  
New York, New York 10007-1866

*Re: Gowanus Canal Superfund Site, Brooklyn, Kings County, New York  
Request For Information Pursuant to Comprehensive Environmental Response  
Compensation, and Liability Act, 42 U.S.C. Sections 9601-9675*

Dear Attorney Carr:

Thank you for taking the time to speak with me today regarding the above-referenced matter. As I mentioned on the telephone, it is respectfully submitted that ThyssenKrupp Elevator Corporation is not a party of interest in the Gowanus Canal Superfund Site matter as it is not a successor to, or in any manner affiliated with, General Elevator Corp. nor, to my knowledge, has ThyssenKrupp Elevator Corporation, or any predecessor or affiliated company, ever owned, occupied or leased an elevator manufacturing and repair facility at 223 Nevins Street, Brooklyn, NY or any other parcel in the immediate vicinity of Gowanus Canal.

As we discussed, ThyssenKrupp Elevator Corporation will respond only to Items 1 and 2 of the Request for Information dated December 29, 2011 as we submit that all other Items in the Request for Information are not applicable.

**1. Please provide the following information on your Company:**

- a. Identify the state and date of incorporation of the Company and the Company's agents for service of process in the state of incorporation and in New York State.**

Response: Delaware - September 26, 1984 (Dover Elevator Company)

The Prentice-Hall Corporation System, Inc.  
2711 Centerville Road, Suite 400  
Wilmington, Delaware 19808

The Prentice-Hall Corporation System, Inc.  
80 State Street  
Albany, New York 12207

- b. Please identify the Chief Executive Officer or other presiding officer of the Company. Please also confirm the mailing address of that officer.**

Response: Richard T. Hussey  
11605 Haynes Bridge Road, Suite 650  
Alpharetta, Georgia 30009

- c. What is the nature of the business conducted by your Company?**

Response: Manufacture, sale, service, repair, and modernization of elevators, escalators, lifts, moving walks, and other vertical transportation equipment and parts.

- d. If your Company is a subsidiary, division, branch or affiliate of another corporation or other entity, identify each of those other entities and those entities' Chief Executive Officers or other presiding officers. Identify the state of incorporation and agents for Service of process in the state of incorporation and in New York State for each entity Identified in your response to this question.**

Response: The ultimate parent company of ThyssenKrupp Elevator Corporation is ThyssenKrupp, AG, based in Essen, Germany, one of the world's largest conglomerates. Chairman of the Board is Dr. Heinrich Hiesinger, ThyssenKrupp Allee 1, 45143 Essen-Germany. There are literally hundreds of affiliated ThyssenKrupp companies around the world which are identified at [www.thyssenkrupp.com](http://www.thyssenkrupp.com)

- 2. Is your Company a successor-in-interest to any company which owned property and/or operated in the vicinity of the Gowanus Canal, including those companies identified in definition 6, above? If your answer is no, please identify the successor-in-interest to each entity identified in Definition 6, above, state the factual basis for your answer to this question, and provide documentation to support your answer.**

Response: No. Other than ThyssenKrupp Elevator Corporation f/k/a Dover Elevator Company, we have no information with respect to any entity identified in Definition 6.

Dover Elevator Company was incorporated in Delaware pursuant to Articles of Incorporation dated September 26, 1984 (*attached*). By Certificate of Amendment dated March 19, 1999 (*attached*), Dover Elevator Company changed its corporate name to Thyssen Elevator Company. By Certificate of Amendment dated February 8, 2001 (*attached*), Thyssen Elevator Company changed its corporate name to ThyssenKrupp Elevator Corporation.

General Elevator Corp. is not, nor has it ever been, a subsidiary, parent, predecessor or affiliated company of ThyssenKrupp Elevator Corporation and should not be confused with General Elevator Company, Inc. which was a predecessor company of ThyssenKrupp Elevator Corporation. We have no record indicating that General Elevator

Company, Inc. ever operated or conducted business under the name General Elevator Corp. or ever owned, occupied or leased an elevator manufacturing and repair facility at 223 Nevins Street, Brooklyn, NY or any other parcel in the immediate vicinity of Gowanus Canal. Please note that according to the records of the New York State Department of State (*attached*), General Elevator Company, Inc. did not register to conduct business in the State of New York until June 13, 1980 well after the 1971-1980 period referenced in the Request For Information where it was asserted that General Elevator Corp. operated the elevator manufacturing and repair facility at 223 Nevins Street, Brooklyn, NY.

General Elevator Company, Inc. was a Maryland corporation organized pursuant to Articles of Organization filed with the Maryland Secretary of State on March 4, 1930 (*Maryland Secretary of State Abstract attached*). Pursuant to a Stock Purchase Agreement dated November 15, 1987, Dover Elevator International, Inc. (*portions attached*) acquired all of the issued and outstanding shares of stock of General Elevator Company, Inc. Pursuant to an Agreement and Plan of Merger dated September 14, 1999 (*attached*) General Elevator Company, Inc. merged with and into Thyssen Elevator Company. As noted above, Thyssen Company Elevator changed its corporate name to ThyssenKrupp Elevator Corporation.

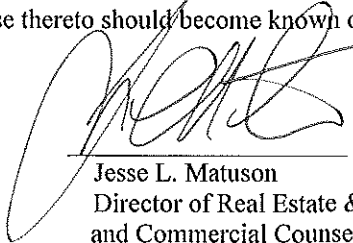
Hopefully the foregoing will be adequate for your purposes of determining that ThyssenKrupp Elevator Corporation is not a party of interest in the Gowanus Canal Superfund Site matter.

Please advise you have any questions or need additional information

CERTIFICATION OF ANSWERS TO REQUEST FOR INFORMATION  
GOWANUS CANAL SUPERFUND SITE

State of Florida  
County of Broward:

I certify under penalty of law that I have personally examined and am familiar with the Information submitted in this document (response to EPA Request for Information) and all Documents submitted herewith, and that based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the submitted information is true, accurate, and complete, and that all documents submitted herewith are complete and authentic unless otherwise indicated. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment. I am also aware that my Company is under a continuing obligation to supplement its response to EPA's Request for Information if any additional information relevant to the matters addressed in EPA's Request for Information or my Company's response thereto should become known or available to the Company.



Jesse L. Matuson  
Director of Real Estate & Leasing  
and Commercial Counsel

## State of Delaware



## Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF DOVER ELEVATOR COMPANY FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 1984, AT 9 O'CLOCK A.M.

| | | | | | | | | |

RECEIVED FOR RECORD

Dec. 13 A.D. 1984Robert J. Lonaway  
RECORDER  
Glenn C. Kenton, Secretary of State

843400166

AUTHENTICATION:

10392843

DATE:

12/12/1984

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SEP 23 1934  
9:01 AM  
P. 3/12

CERTIFICATE OF INCORPORATION  
OF

DOVER ELEVATOR COMPANY

WE, THE UNDERSIGNED, in order to form a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

1. The name of the corporation is:

Dover Elevator Company

2. The address of the corporation's registered office in the State of Delaware is 229 South State Street, in the City of Dover, County of Kent, and the name of the registered agent thereat is The Prentice-Hall Corporation System, Inc.

3. The nature of the business of the corporation and the purposes to be conducted or promoted by it are as follows:

(a) To manufacture, purchase or otherwise acquire, own, sell, lease or otherwise transfer and convey, distribute, import, export and otherwise trade and deal in and with, erect, equip, assemble, install, service, maintain and repair any and all kinds of elevators, conveyors, lifts, lifting and hoisting devises and machinery, and elevator and lifting equipment, pumps, machinery and appliances, and generally to carry on any business relating to the manufacture, production, sale, distribution, installation, inspection, service and maintenance of any and all kinds of elevators, lifts and hoisting devises, machinery and equipment.

(b) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

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In addition to the general powers conferred by the laws of Delaware and the purposes hereinbefore set forth, the corporation shall also have the following powers:

(c) To acquire all or any part of the stock or other securities, goodwill, rights, property or assets of any kind and to undertake or assume all or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, or person located in or organized under the laws of any state, territory or possession of the United States of America or any foreign country, and to pay for the same in cash, stock, bonds, debentures, notes, or other securities, secured or unsecured, of this or any other corporation or otherwise, in any manner permitted by law, and to conduct in any lawful manner all or any part of any business so acquired;

(d) To issue any of the shares of its capital stock of any class or series thereof now or hereafter authorized for such consideration as may be permitted by law and upon such terms and conditions as to the Board of Directors may seem proper in its absolute discretion, and the stock so issued shall be fully paid and not liable to any further call or payment thereof; in the absence of actual fraud in the transaction, the value of the property or other consideration received for the shares of capital stock shall be conclusive;

4. The total number of shares of all classes of stock which the corporation is authorized to issue is 102,000 shares; of which 2,000 shares, having a par value of \$1.00 each, shall be Common Stock; and 100,000 shares having a par value of \$100 each, shall be Preferred Stock, with or without voting powers, full or limited, and in such series and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions in respect to each class of stock or series thereof as hereinafter provided:

(a) General. Except as may otherwise be expressly provided for herein or in any amendment hereto and subject to the provisions hereof, the Board of Directors shall have the authority to



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authorize and provide for the issue of the Preferred Stock or any one or more series thereof and, in the resolution or resolutions providing for the issue of any such stock adopted by the Board of Directors pursuant to the authority vested in it by the provisions hereof, shall state the designations, preferences and relative, participating, voting, optional or other special rights, and the qualifications, limitations or restrictions thereof. The Board of Directors shall also have the power to increase or decrease the authorized amount of any Preferred Stock or series thereof, but not in excess of the amount provided for in the first sentence of this Article Fourth, as may be authorized under the General Corporation Law of Delaware.

(b) Dividends. The holders of the Preferred Stock or of any series thereof shall be entitled to receive dividends at such rates and on such conditions and at such times as shall be stated and expressed in the resolution or resolutions provided for the issue of such stock adopted by the Board of Directors as hereinabove provided, payable in preference to, or in such relation to, the dividends payable on any other class or classes of stock, and cumulative or non-cumulative as shall be so stated or expressed. When dividends upon the Preferred Stock or any series thereof, if any, to the extent of the preference to which such stock are entitled, shall have been paid or declared and set apart for payment, all dividends, whether in cash or in property or otherwise, as may be declared by the Board of Directors from time to time, shall be paid ratably and equally, share for share, on all the outstanding shares of the Common Stock.

(c) Voting Rights. The holders of the Preferred Stock or of any series thereof shall have such voting power, if any, not in excess of one vote for each share, and to such extent as may be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided. Unless otherwise stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as

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hereinabove provided, the holders of the Preferred Stock or of any series thereof shall have no voting rights or voice whatsoever as holders of such stock in the affairs or management of the corporation or to notice of any meeting of stockholders, except as specifically required by law. Except to the extent that the Preferred Stock or any series thereof may also be granted the right to vote as set forth above, the holders of the Common Stock shall have the exclusive voting power and rights, one vote for each share, for all purposes. Any and all voting power of the Common Stock and of the Preferred Stock or any series thereof which may be granted voting power shall be exercised on a share for share basis; and no class of stock or series thereof shall be entitled to vote as a class or series on any matter, except as specifically required by law. The aggregate amount of the authorized Preferred Stock set forth in the first sentence of this Article Fourth may be increased or decreased solely by the affirmative vote of the holders of a majority of the outstanding shares of the Common Stock.

(d) Redemption or Repurchase.

(i) The Preferred Stock or any series thereof may be made subject to redemption at such time or times and at such price or prices and on such other terms and conditions as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided.

(ii) The corporation may also at its election, pursuant to authority granted by the Board of Directors at any time or from time to time, purchase for retirement at public or private sale all or any shares of the Preferred Stock or any series thereof upon the best terms reasonably obtained, but in no event at prices greater than the respective redemption prices of such stock. Any such stock so purchased for retirement is to be cancelled and is not to be reissued.

(iii) The corporation may also at its election, pursuant to authority granted by the Board of Directors at any time or from time to time, purchase at public or private sale all or any shares

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of the Preferred Stock or any series thereof and/or any shares of Common Stock, to be held as treasury stock of the corporation or for reissue, at purchase prices in the case of the Preferred Stock or any series thereof no greater than the respective redemption prices thereof, and in the case of the Common Stock at such price or prices as the Board of Directors may from time to time deem reasonable.

(e) Liquidation Rights. The holders of the Preferred Stock or of any series thereof shall be entitled to such preferential or special rights upon the dissolution of, or upon any distribution of the assets of, the corporation as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided. All remaining available assets shall then be distributed, in cash or other property or both, ratably among the holders of the then outstanding Common Stock.

(f) Conversion Rights. Any Preferred Stock or any series thereof may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation at such price or prices or at such rate of exchange and such adjustments as shall be stated and expressed or provided for in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided.

5. The name and mailing address of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Kathleen A. Nealon	101 West 12th Street New York, New York 10011
Jeremiah T. Mulligan	300 East 74th Street New York, New York 10021

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6. The number of directors of the corporation shall be such as from time to time may be fixed by, or in the manner provided in, the By-laws, but in no case shall the number be less than the minimum number authorized by the laws of the State of Delaware. Directors need not be stockholders. The election of directors need not be by ballot.

7. The Board of Directors shall have the power:

- (i) to make, alter or amend the By-laws, subject only to such limitations, if any, as the By-laws of the corporation may from time to time impose;
- (ii) from time to time to fix and determine and to vary the amount to be reserved as working capital of the corporation, and, before the payment of any dividends or making any distribution of profits, to set aside out of the surplus or net profits of the corporation such sum or sums as the Board may from time to time in its absolute discretion think proper either as additional working capital or as a reserve fund to meet contingencies, or for the repairing or maintaining of any property of the corporation, or for such other corporate purposes as the Board of Directors shall think conducive to the interests of the corporation, subject only to such limitation, if any, as the By-laws of the corporation may from time to time impose;
- (iii) from time to time, to the extent now or hereafter permitted by the laws of Delaware, to sell, lease, exchange or otherwise dispose of any part of the property and assets of the corporation which the Board of Directors deems it expedient and for the best interests of the corporation to dispose of, or disadvantageous to continue to own, without assent of the stockholders by vote or otherwise;
- (iv) to issue or cause to be issued from time to time all or any part of the authorized capital stock of the corporation on such terms and for such consideration as the Board may determine in its discretion without obtaining the approval of the holders of any of the then outstanding capital stock;
- (v) pursuant to the written consent of the holders of a majority of the shares of stock issued and outstanding having voting power, or pursuant to the affirmative vote of the holders of a majority of the shares of stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, to sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions as the Board of Directors deems expedient and for the best interest of the corporation;
- (vi) from time to time to authorize the corporation to borrow money or to

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pledge the credit of the corporation by guaranty or otherwise, and to issue, sell, pledge, or otherwise deliver or dispose of stock of this or any other corporation, bonds, debentures, notes or other evidences of indebtedness, whether unsecured or secured by mortgage, pledge or other lien of any or all of the assets of the corporation, all on such terms and conditions as the Board of Directors may determine or authorize in its discretion without obtaining the approval of any of the holders of any of the then outstanding capital stock of the corporation; and (vii) to exercise any and all other powers conferred by law or by this certificate or which may be conferred upon the Board of Directors by the corporation through appropriate By-law provisions or otherwise.

8. The Board of Directors, by resolution or resolutions duly adopted by it, may designate one or more committees, each committee to consist of one or more directors of the corporation, which, to the extent provided in the resolution or resolutions or in the By-laws of the corporation, but subject to any limitations specifically imposed by the laws of Delaware, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it.

9. No contract, act or transaction of the corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of the corporation is a party to or is interested in such contract, act or transaction, or in any way connected with such person, firm or corporation, provided that such interest or connection shall have been disclosed or known to the corporation. Any director of the corporation having any such interest or connection may, nevertheless, be counted in determining the existence of a quorum at any meeting of the Board or a committee which shall authorize any such contract, act or transaction and may vote thereon with full force and effect. No such officer or director nor any such person, firm or corporation in or with which such director or officer is connected shall be liable to account to the corporation for any profit realized from or through any such contract, act or transaction.

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10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or any amendment thereto and the rights conferred on the stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, we have made and signed this Certificate this 26<sup>th</sup> day of September, 1984

Kathleen A. Nealon  
Kathleen A. Nealon

Jeremiah T. Mulligan  
Jeremiah T. Mulligan

NOTARIAL PUBLIC  
STATE OF NEW YORK

Subscribed and sworn to before me this 26th day of September, 1984, by the above named persons, who are known to me to be the persons whose names are subscribed to the foregoing Certificate of Incorporation, and who are duly qualified to execute the same.

Notary Public  
State of New York

STATE OF DELAWARE }  
KENT COUNTY }

INDEXED

RECORDED in the Office for the Recording of Deeds, Etc.  
at Dover, in and for the said County of Kent, in Corp.  
Record X Vol. 88 Page 44 Etc.  
the 1st day of October A. D. 19 84  
WITNESS my Hand and the Seal of said office.

Robert J. Donaway, Recorder

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DOVER ELEVATOR COMPANY", CHANGING ITS NAME FROM "DOVER ELEVATOR COMPANY" TO "THYSSEN ELEVATOR COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 1999, AT 12 O'CLOCK P.M.



2045231 8100

991509827

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0109508

DATE: 12-01-99



STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

DOVER ELEVATOR COMPANY

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

**DOES HEREBY CERTIFY:**

**FIRST:** That by Unanimous Consent of the Board of Directors of Dover Elevator Company resolutions were duly adopted setting forth the following proposed Amendment of the Certificate of Incorporation of said corporation, declaring said Amendment to be advisable and directing that the Amendment be submitted to the sole shareholder for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED:** That the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is THYSSEN ELEVATOR COMPANY

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, the holder of all of the outstanding stock of said corporation having a right to vote consented in writing to the aforesaid Amendment in accordance with Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF,** said Corporation, Dover Elevator Company, has caused this certificate to signed by Marsha J. Fershtman, an Authorized Officer, this 19<sup>th</sup> day of March 1999.

By: Marsha J. Fershtman  
Authorized Officer

Name: Marsha J. Fershtman  
Print or Type

Title: Secretary

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "THYSSEN ELEVATOR COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "THYSSENKRUPP ELEVATOR CORPORATION", THE TWELFTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.      —



*Harriet Smith Windsor*  
\_\_\_\_\_  
*Harriet Smith Windsor, Secretary of State*

2045231 8320

AUTHENTICATION: 0983274

010085573

DATE: 02-21-01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 02/12/2001  
010069627 - 2045231

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

**THYSSEN ELEVATOR COMPANY**

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

**DOES HEREBY CERTIFY:**

**FIRST:** That by Unanimous Consent of the Board of Directors of Thyssen Elevator Company resolutions were duly adopted setting forth the following proposed Amendment of the Certificate of Incorporation of said corporation, declaring said Amendment to be advisable and directing that the Amendment be submitted to the sole shareholder for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED:** That the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

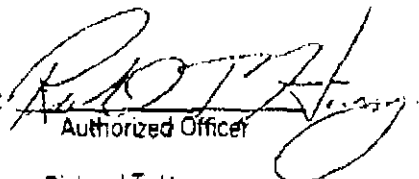
"The name of the corporation is ThyssenKrupp Elevator Corporation."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, the holder of all of the outstanding stock of said corporation having a right to vote consented in writing to the aforesaid Amendment in accordance with Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF,** said Corporation, Thyssen Elevator Company, has caused this certificate to be signed by Richard T. Hussey, an Authorized Officer, this 8<sup>th</sup> day of February 2001.

By:   
Authorized Officer  
Name: Richard T. Hussey  
Title: Vice President

Entity Name: GENERAL ELEVATOR COMPANY, INCORPORATED  
Dept ID #: D00108159

[General Information](#) [Amendments](#) [Personal Property](#) [Certificate of Status](#)

**Principal Office  
(Current):**

601 NURSERY ROAD  
ANNE ARUNDEL CO.  
LINTHICUM, MD 21090

**Resident Agent  
(Current):**

THE CORPORATION TRUST INCORPORATED  
32 SOUTH STREET  
BALTIMORE, MD 21202

**Status:**

**MERGED**

**Good Standing:**

No

**Business Code:**

Ordinary Business - Stock

**Date of Formation or  
Registration:**

03/04/1930

**State of Formation:**

MD

**Stock/Nonstock:**

Stock

**Close/Not Close:**

Unknown

**Link Definition**

General Information

General information about this entity

Amendments

Original and subsequent documents filed

Personal Property

Personal Property Return Filing Information and Property Assessments



Certificate of Status

Get a Certificate of Good Standing for this entity



Entity Name: GENERAL ELEVATOR COMPANY, INCORPORATED  
Dept ID #: D00108159

General Information Amendments Personal Property Certificate of Status



Page 1 of 2

Description	Date Filed	Time	Film	Folio	Pages	View Document	Order Copies
<u>CONVERTED AMENDMENT</u>	07/27/1994	08:30-AM	F9999	9999	0000		



FIX: THE MERGER INFORMATION IS CORRECT THE DEPARTMENT HAD TWO ENTITIES BY THE SAME NAME FOR ONE MINUTE.



<u>ARTICLES OF MERGER</u>	01/29/1988	10:12-AM	F2995	1993	0005		
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ARTICLES OF MERGER OF GENERAL ELEVATOR COMPANY, INCORPORATED (A M D CORPORATION) INTO GENERAL ELEVATOR COMPANY, INCORPORATED (SURV I V I N G CORPORATION) (A MD CORPORATION)



<u>CONVERTED AMENDMENT</u>	05/15/1986	08:06-AM	F2813	1645	0005		
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ART. OF SALE AND TRANSFER BETWEEN ATLANTIC STATES ELEVATOR CO., INC. (MD. CORP.) TRANSFEROR AND GENERAL ELEVATOR COMPANY, INCORPORATED (MD. CORP.) TRANSFEREE

<u>CHANGE OF R.A., R.A.A.</u>	01/23/1984	11:51-AM	F2624	3578	0002		
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<u>CONVERTED AMENDMENT</u>	09/30/1983	11:30-AM	F2612	2194	0006		
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ART. OF MERGER MERGING CONSOLIDATED ELEVATOR COMPANY, INC. (TX. CORP.) INTO GENERAL ELEVATOR COMPANY, INCORPORATED (MD. CORP.) -SURVIVOR

<u>CONVERTED AMENDMENT</u>	09/30/1983	11:30-AM	F2612	2187	0006		
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ART. OF MERGER MERGING A-ACTION ELEVATOR COMPANY, INC. (TX. CORP.) INTO GENERAL ELEVATOR COMPANY, INCORPORATED (MD. CORP.) SURVIVOR

<u>ARTICLES OF AMENDMENT</u>	10/26/1982	11:10-AM	F2561	837	0010		
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<u>CONVERTED AMENDMENT</u>	04/30/1982	09:29-AM	F2544	1164	0005		
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ART. OF MERGER MERGING STATE ELEVATOR, INC. (GA. CORP.) INTO GENERAL ELEVATOR COMPANY, INCORPORATED (MD. CORP.)-SURVIVOR

Entity Name: GENERAL ELEVATOR COMPANY, INCORPORATED  
Dept ID #: D02494672

[General Information](#) [Amendments](#) [Personal Property](#) [Certificate of Status](#)

**Principal Office**  
**(Current):** 929 NORTH HOWARD STREET  
BALTIMORE, MD 21201

**Resident Agent**  
**(Current):** PRENTICE-HALL CORPORATION SYSTEM, MARYL  
11 EAST CHASE STREET  
BALTIMORE, MD 21202

**Status:** **MERGED**

Good Standing: No

Business Code: Ordinary Business - Stock

**Date of Formation or**  
**Registration:** 01/29/1988

**State of Formation:** MD

**Stock/Nonstock:** Stock

**Close/Not Close:** Not Close



#### Link Definition

General Information	General information about this entity
Amendments	Original and subsequent documents filed
Personal Property	Personal Property Return Filing Information and Property Assessments
Certificate of Status	Get a Certificate of Good Standing for this entity



Entity Name: GENERAL ELEVATOR COMPANY, INCORPORATED  
 Dept ID #: D02494672



**General Information** Amendments **Personal Property** **Certificate of Status**

Page 1 of 1



Description	Date Filed	Time	Film	Folio	Pages	View Document	Order Copies
<u>ARTICLES OF MERGER</u>	09/20/1999	10:29-AM	B00071	0023	0028		



THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES. SURVIVOR: (F02724359) THYSSEN ELEVATOR COMPANY. MERGED ENTITIES: (D02494672) GENERAL ELEVATOR COMPANY, INCORPORATED.

<u>CHANGE OF R.A.A.</u>	04/24/1997	10:38-AM	F3925	2148	0002		
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<u>CONVERTED AMENDMENT</u>	07/27/1994	08:30-AM	F9999	9999	0000		
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FIX: NOTE MERGER INFORMATION IS CORRECT THE DEPARTMENT HAD TWO ENTITIES BY THE SAME NAME FOR ONE MINUTE.

<u>CHANGE OF R.A.A.</u>	06/05/1989	03:40-PM	03141	0869	0266		
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<u>CONVERTED AMENDMENT</u>	01/29/1988	10:12-AM	F2995	1993	0005		
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ARTICLES OF MERGER OF GENERAL ELEVATOR COMPANY, INCORPORATED (A M D CORPORATION) INTO GENERAL ELEVATOR COMPANY, INCORPORATED (SURVIVING CORPORATION) (A MD CORPORATION)

<u>ARTICLES OF INCORPORATION</u>	01/29/1988	10:11-AM	F2991	650	0004		
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**Link Definition**

General Information	General information about this entity
Amendments	Original and subsequent documents filed
Personal Property	Personal Property Return Filing Information and Property Assessments
Certificate of Status	Get a Certificate of Good Standing for this entity

Entity Name: GENERAL ELEVATOR COMPANY, INCORPORATED  
Dept ID #: D00108159

General Information Amendments Personal Property Certificate of Status

Page 2 of 2

Description	<u>Date Filed</u>	<u>Time</u>	<u>Film</u>	<u>Folio</u>	<u>Pages</u>	View Document	Order Copies
<u>CONVERTED AMENDMENT</u>	10/30/1981	08:30-AM	F2523	1584	0005		
ART. OF MERGER MERGING HORNER ELEVATOR COMPANY, INC. (D.C. CORP.) INTO GENERAL ELEVATOR COMPANY INCORPORATED (MD. CORP.) SURVIVOR							
<u>CONVERTED AMENDMENT</u>	01/23/1979	01:30-PM	F2435	2831	0008		
AMENDMENT AND RESTATEMENT CPO, CRA CRAA							
<u>CHANGE OF R.A.A.</u>	11/28/1978	08:30-AM	F2431	1388	0002		
<u>CONVERTED AMENDMENT</u>	07/17/1978	10:00-AM	F2420	1889	0006		
ART. OF MERGER MERGING CHESAPEAKE ELEVATOR CORPORATION (MD. CORP.) INTO GENERAL ELEVATOR COMPANY, INCORPORATED							
<u>CHANGE OF R.A.A.</u>	04/15/1970	08:30-AM	F802	221	0002		
<u>CHANGE OF R.A.</u>	08/19/1959	08:30-AM	F146	157	0000		
<u>ARTICLES OF AMENDMENT</u>	10/27/1936	08:30-AM	138	214	0002		
<u>ARTICLES OF INCORPORATION</u>	03/04/1930	08:30-AM	96	4	0003		

Link Definition



AGREEMENT DATED AS OF NOVEMBER 15, 1987  
AMONG DOVER ELEVATOR INTERNATIONAL, INC.,  
A DELAWARE CORPORATION, AND CERTAIN SHAREHOLDERS  
OF GENERAL ELEVATOR COMPANY, INCORPORATED,  
A MARYLAND CORPORATION

AGREEMENT dated as of November 15, 1987, by and among DOVER ELEVATOR INTERNATIONAL, INC., a Delaware corporation ("Purchaser"), 277 Park Avenue, New York, New York 10172, and the individuals whose names are set forth on Exhibit A hereto, as record owners and holders of the issued and outstanding capital stock of General Elevator Company, Incorporated, a Maryland corporation with its principal offices located in Linthicum, Maryland (the "Company"), listed opposite their respective names on Exhibit A hereto, the foregoing individuals being hereinafter sometimes referred to as "Signatories."

W I T N E S S E T H :

WHEREAS:

(a) Signatories are the record owners and holders of the issued and outstanding capital stock of the Company listed opposite their respective names on Exhibit A hereto and are willing to sell or cause to be sold the issued and outstanding capital stock of the Company listed opposite their respective names on Exhibit A hereto on the terms and conditions hereinafter set forth; and

(b) Purchaser is willing to purchase from Signatories the outstanding capital stock of the Company listed opposite their respective names on Exhibit A hereto, but only subject to and upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, the parties hereto agree as follows:

#### ARTICLE ONE

##### TERMS OF SALE AND PAYMENT

1.01 Sale of Stock. Signatories agree, upon the terms and conditions hereinafter set forth and in reliance upon the covenants, agreements, representations, warranties and indemnities of Purchaser set forth in this Agreement and expressly subject to and conditioned upon the satisfaction of the conditions precedent set forth in Article Six below, including without limitation Section 6.08, to sell, transfer and deliver or cause to be sold, transferred and delivered to Purchaser, free and clear of all liens and encumbrances, the issued and outstanding capital stock of the Company set forth opposite their respective names on Exhibit A hereto, which capital stock is comprised of an aggregate of 9,723 fully paid and non

IN WITNESS WHEREOF, the parties to this Agreement have duly executed it on the day and year first above written.

DOVER ELEVATOR INTERNATIONAL  
INC., a Delaware corporation

By:   
Title: Vice President

SHAREHOLDERS:

<u>James O. Olison</u>	<u>T. Michael McInnis</u>
<u>Richard H. Ellingsworth</u>	<u>Allan W. Mund</u>
<u>Ruth Ellingsworth</u>	<u>Richard G. Mund</u>
<u>Brian R. Mund</u>	<u>Anne M. Johnson</u>
<u>W. Bruce Murray</u>	<u>John E. Herwig</u>
<u>John B. Marino</u>	<u>Donald E. Rittler, as custodian for Gregory S. Rittler</u>
<u>Edward J. Lang</u>	<u>Edward J. Lang, as custodian for Robert J. Lang</u>
<u>Richard A. Kuehl</u>	<u>Edward J. Lang, as custodian for Susan G. Lang</u>
<u>Carole H. Ellingsworth</u>	<u>Richard P. Ellingsworth, as custodian for Christine M. Ellingsworth</u>
<u>Richard P. Ellingsworth</u>	<u>Richard P. Ellingsworth, as custodian for Lauren E. Ellingsworth</u>
<u>Barbara E. Lang</u>	<u>Richard P. Ellingsworth, as custodian for John P. Ellingsworth</u>
<u>Donald E. Rittler</u>	<u>Richard P. Ellingsworth, as cus- todian for Linda S. Ellingsworth</u>
<u>Ruth E. Rittler</u>	
<u>J. Timothy Rittler</u>	

as personal representative of  
the estate of W. Paul Hicks

IN WITNESS WHEREOF, the parties to this Agreement have  
duly executed it on the day and year first above written.

DOVER ELEVATOR INTERNATIONAL,  
INC., a Delaware corporation

By: \_\_\_\_\_  
Title: Vice President

SHAREHOLDERS:

James O. Olsson

Richard H. Ellingsworth

Ruth Ellingsworth

Brian R. Mund

W. Bruce Murray

John B. Marino

Edward J. Lang

Richard A. Kuehl

Carole H. Ellingsworth

Richard P. Ellingsworth

Barbara E. Lang

Donald E. Rittler

Ruth E. Rittler

J. Timothy Rittler

Elizabeth P. Hicks  
as personal representative of  
the estate of W. Paul Hicks

T. Michael McInnis

Allan W. Mund

Richard G. Mund

Anne M. Johnson

John E. Herwig

Donald E. Rittler  
Donald E. Rittler, as custodian  
for Gregory S. Rittler

Edward J. Lang  
Edward J. Lang, as custodian for  
Robert J. Lang

Edward J. Lang  
Edward J. Lang, as custodian for  
Susan G. Lang

Richard P. Ellingsworth  
Richard P. Ellingsworth, as  
custodian for Christine M.  
Ellingsworth

Richard P. Ellingsworth  
Richard P. Ellingsworth, as  
custodian for Lauren E.  
Ellingsworth

Richard P. Ellingsworth  
Richard P. Ellingsworth, as  
custodian for John P.  
Ellingsworth

Richard P. Ellingsworth  
Richard P. Ellingsworth, as cus-  
todian for Linda S. Ellingsworth

*State of Delaware*  
*Office of the Secretary of State*      PAGE    1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"ARIZONA ELEVATOR INC.", A DELAWARE CORPORATION,  
"EAST COAST ELEVATOR SERVICE, INC.", A FLORIDA CORPORATION,  
"EASTERN ELEVATOR SERVICE CORP.", A DELAWARE CORPORATION,  
"E & W, INC.", A ILLINOIS CORPORATION,  
"GENERAL ELEVATOR COMPANY, INCORPORATED", A MARYLAND CORPORATION,  
"HUDSON ELEVATOR COMPANY", A DELAWARE CORPORATION,  
"LAGERQUIST CORPORATION", A DELAWARE CORPORATION,  
"MIAMI ELEVATOR COMPANY", A DELAWARE CORPORATION,  
"MIDSTATE ELEVATOR COMPANY, INC.", A DELAWARE CORPORATION,  
"SECURITY ELEVATOR COMPANY", A DELAWARE CORPORATION,  
"SOUND ELEVATOR CO.", A DELAWARE CORPORATION,  
"THYSSEN CARIBBEAN, INC.", A DELAWARE CORPORATION,  
"THYSSEN ELEVATOR CORPORATION", A CALIFORNIA CORPORATION,  
"THYSSEN ELEVATOR HOLDING CORPORATION", A DELAWARE CORPORATION,  
"THYSSEN ELEVATOR INTERNATIONAL, INC.", A DELAWARE



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2045231    8100M

AUTHENTICATION:    0109509

991509827

DATE:    12-01-99

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 2

CORPORATION,

WITH AND INTO "THYSSEN ELEVATOR COMPANY" UNDER THE NAME OF  
"THYSSEN ELEVATOR COMPANY", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTIETH DAY OF SEPTEMBER, A.D. 1999, AT 9  
O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

AUTHENTICATION:

2045231 8100M

DATE: 0109509

991509827

12-01-99

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of September 14, 1999, (the "Agreement"), by and among THYSSEN ELEVATOR HOLDING CORPORATION, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2967780, EAST COAST ELEVATOR SERVICE, INC., a Florida corporation having Florida Department of State Division of Corporations identification number P9700-0009171, EASTERN ELEVATOR SERVICE CORP., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011316, GENERAL ELEVATOR COMPANY, INCORPORATED, a Maryland corporation having State Department of Assessment and Taxation identification number D2494672, LAGERQUIST CORPORATION, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2053230, MIAMI ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011292, MIDSTATE ELEVATOR COMPANY, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2282264, SECURITY ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2245148, SOUND ELEVATOR CO., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 22254671, THYSSEN ELEVATOR INTERNATIONAL, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 0530230, E & W, INC., an Illinois corporation having Illinois Secretary of State Department of Business Services, Corporation Division identification number D53311873, THYSSEN ELEVATOR CORPORATION, a California corporation having California Secretary of State Division of Corporations identification number 0515447, ARIZONA ELEVATOR INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011299, THYSSEN CARIBBEAN, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2287453, HUDSON ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2276919 (each a "Subsidiary" and collectively, the "Subsidiaries"), THYSSEN ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2045231 ("TEC"), THYSSEN MERGER SUB, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 3095271 ("Newco"), and THYSSEN HOLDING CORPORATION, Delaware corporation having Delaware Secretary of State Division of Corporations identification number 0849663 ("THC").



WHEREAS, THC owns, directly or indirectly, all of the issued and outstanding shares of stock of each of the Subsidiaries, TEC and Newco and desires to reorganize and consolidate its holdings by merging the Subsidiaries into TEC, with TEC being the surviving corporation (the "Merger");

WHEREAS, THC plans to contribute all of the issued and outstanding stock of TEC to Newco, so that TEC will be a subsidiary of Newco;

WHEREAS, the respective Boards of Directors of the Subsidiaries, TEC and Newco have adopted resolutions authorizing and approving this Agreement and declaring the advisability of the merger of the Subsidiaries with and into TEC, as set forth below upon the terms and subject to the conditions set forth in this Agreement, each in accordance with the laws of the state of its incorporation; and

WHEREAS, each of the Stockholders of the Subsidiaries, THC and TEC, having been duly notified, has adopted and approved the Merger, each in accordance with the laws of its state of incorporation.

NOW, THEREFORE, in consideration of the agreements and provisions hereinafter contained and in order to consummate the Merger, the parties hereto agree as follows:

1. Merger. At or prior to the Effective Time (as defined herein), each of the Subsidiaries, TEC shall execute a Certificate of Merger (or other appropriate document) for filing with the Secretary of State of Delaware and the appropriate agency of its state of incorporation (if not Delaware). At the Effective Time, each of the Subsidiaries will merge into TEC. Following the Merger, the separate corporate existence of each Subsidiary shall cease and TEC shall continue as the surviving corporation under the name "Thyssen Elevator Company" (the "Surviving Corporation").

2. Conversion of Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each share of stock of each Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled, retired and shall cease to exist, with no payment being made with respect thereto, and shall not be converted into any shares of stock, obligations, evidences of ownership, rights to purchase securities or securities of any other corporation or other entity or into cash or any other property. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of stock of TEC issued and outstanding immediately prior to the Effective Time shall be an identical outstanding or treasury share of stock of the Surviving Corporation.

the Effective Time shall be an identical outstanding or treasury share of stock of the Surviving Corporation.

3. Certificate of Incorporation and Bylaws of Surviving Corporation. The Certificate of Incorporation of TEC, as heretofore amended and as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until amended in accordance with the provisions thereof and applicable law. The Bylaws of TEC, as heretofore amended and restated and as in effect immediately prior to the Effective Time, shall become the Bylaws of the Surviving Corporation until amended in accordance with the provisions thereof and applicable law.

4. Effects of the Merger. The Merger shall have the effects set forth in Sections 251 and 252 of the Delaware General Corporation Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of, the Subsidiaries and TEC; and all and singular, the rights, privileges, powers and franchises of the Subsidiaries and TEC, and all property, real, personal and mixed, and all debts due and to the Subsidiaries or TEC on whatever account, as well for stock subscriptions as all other things in action or belonging to each Subsidiary and TEC shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Subsidiaries and the title to any real estate vested by deed or otherwise, under the laws of any State, in a Subsidiary or TEC, shall not revert or be in any way impaired by reason of this Merger, but all rights of creditors and all liens upon any property of any Subsidiary or TEC shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiaries or TEC shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Each Subsidiary hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Subsidiaries acquired or to be acquired by reason of, or as a result of, the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of each Subsidiary and TEC are fully authorized in the name of each Subsidiary or otherwise to take any and all such action.

5. Parent Approval. THC agrees that it will vote, or cause to be voted, prior to the Effective Time, all of the shares of stock of the Subsidiaries, TEC and Newco then owned by it in favor of the approval and adoption of this Agreement.

6. Effective Time. This Merger shall become effective at 10:00 a.m. on September 30, 1999 (the "Effective Time").

7. Directors. Subject to applicable law, the directors of TEC immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

8. Officers. The officers of TEC immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

9. Copies. This Agreement will be furnished by the Surviving Corporation, on request and without cost, to the Stockholders of Newco, TEC and the Subsidiaries.

10. Amendments to the Agreement of Merger. This Agreement may be amended, with the approval of the Boards of Directors of Newco, TEC or any Subsidiary, at any time prior to the date of filing the Certificate of Merger (or other appropriately titled document) the Delaware Secretary of State or other appropriate agency of the state of its incorporation (if not Delaware), provided that an amendment made subsequent to the adoption of the Agreement by the Stockholders of Newco, TEC or the Subsidiaries shall not (a) alter or change the amount or kind of stock, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the stock of any class or series thereof of TEC or any Subsidiary, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of TEC or any Subsidiary.

11. Entire Agreement; Assignment. This Agreement and the documents and the instruments referred to herein constitute the entire agreement and supersede all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof and thereof. Neither this Agreement nor any of the rights, interests or obligations hereunder will be assigned by any of the parties hereto (whether by operation of law or otherwise) without the prior written consent of the other parties. This Agreement will be binding upon, inure to the benefit of and be enforceable by the parties and their respective successors and assigns.

12. Validity. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, each of which shall remain in full force and effect.

13. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

14. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

15. Counterparts. This Agreement may be executed in seventeen or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

16. Parties in Interest. This Agreement shall be binding upon and inure solely to the benefit of each party hereto, and nothing in this Agreement, express or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by duly authorized officers of each party hereto as the respective act, deed and agreement of each of said corporations, as of this 14th day of September, 1999.

[signatures on next page]

EAST COAST ELEVATOR SERVICE, INC.,  
a Florida corporation

By: [Signature]  
President or Vice President

By: Marsha J. Berstman  
Secretary or Assistant Secretary

EASTERN ELEVATOR SERVICE  
CORP., a Delaware Corporation

By: [Signature]  
President or Vice President

By: Marsha J. Berstman  
Secretary or Assistant Secretary

GENERAL ELEVATOR COMPANY  
INCORPORATED, a Maryland corporation

By: [Signature]  
President or Vice President

By: Marsha J. Berstman  
Secretary or Assistant Secretary

LAGERQUIST CORPORATION, a Delaware  
corporation

By: [Signature]  
President or Vice President

By: Marsha J. Berstman  
Secretary or Assistant Secretary

MIAMI ELEVATOR COMPANY, a Delaware  
corporation

By: [Signature]  
President or Vice President

By: Marsha J. Berstman  
Secretary or Assistant Secretary

MIDSTATE ELEVATOR COMPANY, INC.  
A Delaware corporation

By: [Signature]  
President or Vice President

By: Marsha J. Berstman  
Secretary or Assistant Secretary

SECURITY ELEVATOR COMPANY, a  
Delaware corporation

By: [Signature]  
President or Vice President

By: Marsha J. Berstman  
Secretary or Assistant Secretary

SOUND ELEVATOR CO., a Delaware  
corporation

By: [Signature]  
President or Vice President

By: Marsha J. Berstman  
Secretary or Assistant Secretary

THYSSEN ELEVATOR INTERNATIONAL,  
INC., a Delaware corporation

By: [Signature]  
President or Vice President

By: Marsha J. Zischman  
Secretary or Assistant Secretary

THYSSEN ELEVATOR COMPANY, a  
Delaware corporation

By: [Signature]  
President or Vice President

By: Marsha J. Zischman  
Secretary or Assistant Secretary

THYSSEN ELEVATOR HOLDING  
CORPORATION, a Delaware corporation

By: Nancy L. Hubches  
President or Vice President

By: [Signature]  
Secretary or Assistant Secretary

E & W, INC., an Illinois corporation

By: [Signature]  
President or Vice President

By: Marsha J. Zischman  
Secretary or Assistant Secretary

THYSSEN ELEVATOR CORPORATION, a  
California corporation

By: [Signature]  
President or Vice President

By: Marsha J. Zischman  
Secretary or Assistant Secretary

THYSSEN MERGER SUB, INC., a Delaware  
corporation

By: Nancy L. Hubches  
President or Vice President

By: [Signature]  
Secretary or Assistant Secretary

ARIZONA ELEVATOR INC., a Delaware  
corporation

By: [Signature]  
President or Vice President

By: Marsha J. Zischman  
Secretary or Assistant Secretary

THYSSEN CARIBBEAN, INC., a Delaware  
corporation

By: [Signature]  
President or Vice President

By: Marsha J. Zischman  
Secretary or Assistant Secretary

HUDSON ELEVATOR COMPANY, a  
Delaware corporation

By: [Signature]  
President or Vice President

By: Marsha J. Dershtman  
Secretary or Assistant Secretary

THYSSEN HOLDING CORPORATION, a  
Delaware corporation

By: [Signature]  
President or Vice President

By: Nancy L. Hutcheson  
Secretary or Assistant Secretary

# NYS Department of State

## Division of Corporations

### Entity Information

The information contained in this database is current through January 9, 2012.

---

**Selected Entity Name:** GENERAL ELEVATOR COMPANY, INCORPORATED

**Selected Entity Status Information**

**Current Entity Name:** GENERAL ELEVATOR COMPANY, INCORPORATED

**Initial DOS Filing Date:** JUNE 13, 1980

**County:** NEW YORK

**Jurisdiction:** MARYLAND

**Entity Type:** FOREIGN BUSINESS CORPORATION

**Current Entity Status:** INACTIVE - Termination (Jul 22, 1988)

#### Selected Entity Address Information

**DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)**

CT CORPORATION SYSTEM

1633 BROADWAY

NEW YORK, NEW YORK, 10019

#### Registered Agent

CT CORPORATION SYSTEM

1633 BROADWAY

NEW YORK, NEW YORK, 10019

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by [viewing the certificate.](#)

#### \*Stock Information

# of Shares	Type of Stock	\$ Value per Share
-------------	---------------	--------------------



No Information Available

\*Stock information is applicable to domestic business corporations.

### Name History

Filing Date	Name Type	Entity Name
JUN 13, 1980	Actual	GENERAL ELEVATOR COMPANY, INCORPORATED

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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# NYS Department of State

## Division of Corporations

### Entity Information

The information contained in this database is current through January 9, 2012.

---

**Selected Entity Name:** GENERAL ELEVATOR COMPANY, INCORPORATED

**Selected Entity Status Information**

**Current Entity Name:** GENERAL ELEVATOR COMPANY, INCORPORATED

**Initial DOS Filing Date:** MARCH 31, 1989

**County:** NEW YORK

**Jurisdiction:** MARYLAND

**Entity Type:** FOREIGN BUSINESS CORPORATION

**Current Entity Status:** INACTIVE - Termination (Mar 13, 2001)

#### Selected Entity Address Information

**DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)**

GENERAL ELEVATOR COMPANY, INCORPORATED

1633 BROADWAY

NEW YORK, NEW YORK, 10019

#### Chairman or Chief Executive Officer

JOHN B APPLE

6750 POPLAR AVENUE

SUITE 419

MEMPHIS, TENNESSEE, 38138-7449

#### Principal Executive Office

THOMAS MICHAEL MCINNIS

601 NURSERY ROAD

LINTHICUM, MARYLAND, 21090-1494

#### Registered Agent

THE CORPORATION TRUST

COMPANY

1633 BROADWAY

NEW YORK, NEW YORK, 10019

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be

listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by viewing the certificate.

**\*Stock Information**

# of Shares	Type of Stock	\$ Value per Share
No Information Available		

\*Stock information is applicable to domestic business corporations.

**Name History**

Filing Date	Name Type	Entity Name
MAR 31, 1989	Actual	GENERAL ELEVATOR COMPANY, INCORPORATED

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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